

1. I am counsel to Defendants Dynex Capital, Inc., Merit Securities Corporation, Thomas H. Potts and Stephen J. Benedetti in the above-captioned matter. I have been admitted *pro hac vice* to practice in the Southern District of New York in this matter and I am familiar with the pleadings and proceedings in this matter. I make this declaration in support of

Defendants' Motion to Dismiss Plaintiff's Second Amended Class Action Complaint.

2. Annexed hereto as Exhibit 33 is a true and correct copy of Coble v. Broadvision, Inc., No. 01-01969, 2002 WL 31093589 (N.D. Cal. Sept. 11, 2002).

3. Annexed hereto as Exhibit 34 is a true and correct copy of In re Am. Express Co. Sec. Litig., No. 02-5533, 2008 WL 4501928 (S.D.N.Y. Sept. 26, 2008).

4. Annexed hereto as Exhibit 35 is a true and correct copy of In re JP Morgan Chase Sec. Litig., No. 02-1282, 2007 WL 950132 (S.D.N.Y. Mar. 29, 2007).

5. Annexed hereto as Exhibit 36 is a true and correct copy of In re Optionable Sec. Litig., -- F. Supp. 2d --, 2008 WL 4223662 (S.D.N.Y. Sept. 15, 2008).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on Nov. 5, 2008.

/s/ Terence J. Rasmussen

CERTIFICATE OF SERVICE

I certify that on the 5th day of November, 2008, a true and accurate copy of the foregoing was sent via first-class mail to:

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